



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

July 15, 1997

Mr. Thomas M. Hontzas
Executive Vice President
Deposit Guaranty Corp.
Post Office Box 1200
Jackson, Mississippi 38215-1200

Dear Mr. Hontzas:

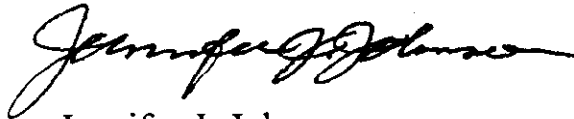
The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, and having considered the record of this notice in light of the relevant statutory factors, has approved the notice pursuant to section 4 of the Bank Holding Company Act of Deposit Guaranty Corp., Jackson, Mississippi ("Deposit Guaranty"), to acquire CitiSave Financial Corporation ("CitiSave"), and its subsidiary, Citizens Savings Association, F.A. ("Citizens"), both of Baton Rouge, Louisiana, and thereby engage in operating a savings association. This activity has been determined by the Board to be closely related to banking under Section 225.28(b)(4)(ii) of the Board's Regulation Y (12 C.F.R. § 225.28(b)(4)(ii)).

In approving this transaction, the Secretary has relied on all of the facts of record and all of the representations and commitments made by Deposit Guaranty in the notice and in related correspondence in light of the factors set forth in the BHC Act. These commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under applicable provisions of law.

Approval of this notice is subject to the Board's authority to require reports by, and make examinations of, holding companies and their subsidiaries and to require such modification or termination of activities of a holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the Act, and the Board's regulations and orders issued thereunder.

Deposit Guaranty's acquisition of CitiSave and Citizens must be consummated within three months after the effective date of this order, unless such period is extended by the Federal Reserve Bank of Atlanta. In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jennifer J. Johnson", written in a cursive style.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Atlanta
Department of Justice
Federal Deposit Insurance Corporation
Office of Thrift Supervision
Louisiana Commissioner of Financial Institutions